

EXHIBIT A

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1 knowledge of the marketplace and who knows the players.
2 And we retained Lehman because they have in general and a
3 gentleman named Mark Pytosh in particular because of his
4 knowledge of the environmental infrastructure marketplace
5 and that's my understanding of why we contacted them.
6 Furthermore, that certain members of the board had prior
7 experience with Lehman Brothers.

8 MR. SCHLERF: I think we ought to
9 understand a bit better the process. Lehman Brothers was
10 retained in July of last year. When Lehman Brothers
11 started working who did they report to?

12 THE WITNESS: They reported to the board in
13 general and the chairman in particular, working closely
14 with the CEO and CFO at that time.

15 BY MS. BENENATI:

16 Q. How frequently did they report?

17 A. You know, my knowledge is they gave us a report
18 in the October board meeting. How often they reported
19 back and forth I don't know.

20 Q. Do you recall any report from Lehman Brothers
21 prior to October board meeting?

22 A. I believe there was a, there was a phone call,
23 there was a telephonic phone call update some time in
24 September, but I just don't remember the detail, which

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1 A. They were funds to determine whether -- I guess
2 they were financial funds to determine whether they were
3 interested in buying any equity in the company. This was
4 in addition to monetizing assets to see if there was
5 possibility of an equity infusion. But I didn't, I can't
6 recall any of the funds that they contacted.

7 MR. SCHLERF: Did --

8 MR. SAUNDERS: Hold on a second. I'm happy
9 to try to do what I can to accommodate and move the
10 process along, but we can't have a tag team here, guys.

11 MR. SCHLERF: I can fill in the gaps. I
12 thought -- I don't plan on us doing this, a dual role
13 for, you know, until noon, but just to minimize amount of
14 time that we are going through this exercise.

15 MS. BENENATI: So --

16 MR. SAUNDERS: You do represent the same
17 party, right?

18 MR. SCHLERF: Yes.

19 MR. SAUNDERS: Okay. I object to it. We
20 will see how it goes, but do your best to keep up with
21 them.

22 MR. SONTCHI: I join in the objection. I
23 don't think it's standard to have dual deposition takers.
24 They both represent the same party and one should be

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1 sufficient. Proceed.

2 MR. SCHLERF: My question was just to
3 follow up the process, the board was receiving reports
4 from Lehman and what they were doing. Two things, one is
5 what type of -- what was the board's role in giving
6 feedback and direction to Lehman in what they were doing?
7 Was it strictly Lehman do your thing and report back to
8 us or was there direction?

9 MR. SONTCHI: Objection to form.

10 THE WITNESS: The direction was to
11 determine whether or not there was interest in, any
12 market interest in acquiring these assets. That was the
13 direction.

14 MR. SCHLERF: If one of the buyers was
15 contacted or a buyer contacted Lehman, were there
16 instances where the buyer wanted to discuss something
17 about the business or businesses of the IT Group with
18 someone other than the board or Lehman?

19 MR. SAUNDERS: Object to form of the
20 question.

21 THE WITNESS: I really didn't understand
22 your question. Would you repeat it?

23 MR. SCHLERF: When there was contact with
24 the buyers by Lehman were there instances where the buyer

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1 agent banks.

2 Q. Who is Enzo Zoratto?

3 A. Enzo Zoratto is the president of the Government
4 Services business group.

5 Q. Just going back, we discussed at the beginning
6 the fact that The Carlyle Group had at one point owned
7 part of IT Group, correct? Am I correct in understanding
8 that at one point The Carlyle Group had an ownership
9 interest in IT Group?

10 A. Yes.

11 Q. And that changed in November 2001?

12 A. No. What changed is their control of the board.

13 Q. But they --

14 A. They still have ownership.

15 Q. What is that ownership percentage?

16 A. I don't know specifically. It's somewhere
17 around 25 percent, but don't quote me on the specifics.

18 Q. Why did Carlyle's control with the board change
19 in November?

20 A. My understanding, that was the nature of the
21 agreement that they had with IT Group when they made a
22 investment in IT in the '96 time frame. But that was
23 before my time, so I don't specifically know the details
24 of that.